

RECORDATION NO. 23486-A FILED

DEC 20 '01

11-42 AM



A Partnership Including Professional Corporations

SURFACE TRANSPORTATION BOARD

150 North Michigan Avenue
Chicago, Illinois 60601-7567
312.558.1000 Fax 312.750.8600

SUSAN G. LICHTENFELD

ATTORNEY-PARTNER

312.750.8655 Fax 312.920.6161

susan.lichtenfeld@rosshardies.com

December 17, 2001

Via Overnight Delivery

Mr. Vernon A. Williams

Secretary

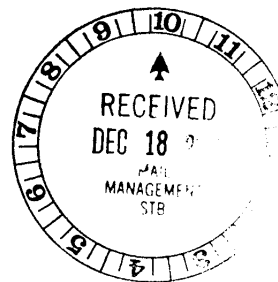
Office of the Secretary

The Surface Transportation Board

1925 K Street, N.W.

Room 714

Washington, D.C. 20423



Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two original executed copies and two photostatic copies of a Complete Termination and Release of Security Interest, dated December 10, 2001 (the "Termination") by ABC International Bank PLC (the "Bank"), which Termination is a secondary document as defined in the Commission's Rules for the Recordation of Documents. The Termination relates to that certain Memorandum of Security Agreement, dated as of May 8, 2001, (the "Memorandum") between the Bank and SC Asset Management-II, LLC, which Memorandum was duly recorded and filed, pursuant to 49 U.S.C. Section 11301, with the Surface Transportation Board on May 11, 2001 and assigned recordation number 23486.

The names and addresses of the parties to the enclosed Termination are:

Secured Party: ABC International Bank PLC
1-5 Moorgate
London, England

Debtor: SC Asset Management-II, LLC
90 Benchmark Road, Suite 205
Avon, Colorado 81620

A description of the railroad equipment covered by the enclosed document is set forth on Schedule A to the Termination.

Also enclosed is a check in the amount of \$28.00 payable to the order of The Surface Transportation Board covering the recordation fee.

Mr. Vernon A. Williams
December 17, 2001
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Kindly return one stamped original copy and two stamped photostatic copies of the enclosed document and the stamped photostatic copy of this letter to Susan Lichtenfeld at Ross & Hardies, 150 North Michigan Avenue, Suite 2500, Chicago, Illinois 60601.

Following is a short summary of the enclosed document:

Document to be Recorded

Complete Termination and Release of Security Interest, dated December 10, 2001, by ABC International Bank PLC, which relates to and terminates the Memorandum of Security Agreement dated as of May 8, 2001.

Primary Documents to Which it Relates

Memorandum of Security Agreement, dated as of May 8, , 2001, between ABC International Bank PLC, as secured party, and SC Asset Management-II, LLC, as debtor, duly recorded and filed, pursuant to 49 U.S.C. § 11301, with the Surface Transportation Board on May 11, 2001 and assigned Recordation Number 23486.

Very truly yours,


Susan G. Lichtenfeld

SGL:vgc
Enclosure
cc: Robert W. Kleinman

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SURFACE TRANSPORTATION BOARD

**COMPLETE TERMINATION AND RELEASE
OF SECURITY INTEREST**

WHEREAS, SC Asset Management-II, LLC, a Delaware limited liability company (the "Company") and ABC International Bank PLC, a banking association organized under the laws of England, having an office at Arab Banking Corporation House, 1-5 Moorgate, London EC2R 6AB, United Kingdom (the "Bank"), entered into that certain Security Agreement, dated as of April 30, 2001 (the "Security Agreement") and that certain Memorandum of Security Agreement, dated as of May 8, 2001 (the "Memorandum of Security Agreement") related to certain railroad equipment described in Schedule A hereto (the "Equipment");

WHEREAS, the Memorandum of Security Agreement was filed and recorded on May 11, 2001 with the Surface Transportation Board pursuant to 49 U.S.C. Section 11301(a) and was assigned Recordation Number 23486; and

WHEREAS, in connection with the transactions contemplated by that certain Purchase Agreement dated as of December ___, 2001 (the "Purchase Agreement") between the Company and Citicorp Railmark, Inc., a Delaware corporation, this instrument is being executed to evidence for the public record the satisfaction and release of all the rights and obligations of the parties related to the Equipment under the Security Agreement and the Memorandum of Security Agreement;

NOW THEREFORE, in consideration of the foregoing:

The Bank does hereby acknowledge and confirm the full and complete satisfaction of the obligations under the Security Agreement related to the Equipment and under the Memorandum of Security Agreement.

The Bank does hereby (i) release all rights, obligations, and security interests in the Equipment and (ii) reassign to the Company all of the rights, title and interests of the Bank in the Equipment.

This instrument is to be filed and recorded with the Surface Transportation Board pursuant to the provisions of 49 U.S.C. Section 11301.

DATED: December 10, 2001.

ABC International Bank PLC

By: [Signature]

By: [Signature]

Name: MARK MORIMORE

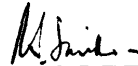
Name: D. J. WEIST

Title: LEASING MANAGER

Title: SENIOR ASSET MANAGER

KINGDOM OF ENGLAND)
):
CITY OF LONDON)

On this 10th day of December, 2001, before me, a notary public in and for the City of London, personally appeared MARK MORTIMORE and DEREK WEIST, to me personally known, who, being by me duly sworn, say that Mark Mortimore is a Leasing Manager and Derek Weist is a Senior Asset Manager of ABC International Bank PLC that said instrument was signed on behalf of said corporation by authority of its Board of Directors, and they acknowledged that the execution of the foregoing instrument was the free act and deed of the corporation.



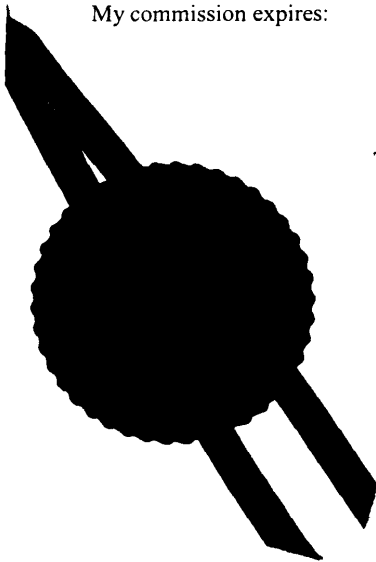
NOTARY PUBLIC

Notary Public London, England (Richard J. Saville)

My commission expires:

My Commission expires at Death

Saville & Co.
Notaries Public
Princes House
95 Gresham Street
London EC2V 7NA
Telephone: +44 (0)20 7920 0000
Fax: +44 (0)20 7920 0088



SCHEDULE A
Description of Equipment

539 106 ton quick dump aluminum coal hopper cars, with AAR mechanical designation HTS and Lessee identification numbers as follows:

GALX	86001 - 86007	GALX	86303 - 86306
	86009 - 86024		86308 - 86314
	86026 - 86031		86316 - 86325
	86033 - 86045		86327 - 86333
	86047 - 86060		86335 - 86347
	86062		86349 - 86368
	86064		86370 - 86377
	86066 - 86072		86379 - 86383
	86074 - 86085		86386 - 86395
	86087 - 86092		86397 - 86410
	86094 - 86095		86413 - 86414
	86097 - 86104		86416 - 86420
	86106 - 86132		86422 - 86428
	86133 - 86142		86430 - 86432
	86144 - 86175		86434 - 86438
	86177 - 86182		86441 - 86448
	86185 - 86198		86450 - 86463
	86200 - 86203		86465 - 86482
	86206 - 86224		86484 - 86495
	86226 - 86231		86497 - 86517
	86233 - 86237		86519 - 86524
	86239 - 86244		86526 - 86542
	86246 - 86253		86544
	86255 - 86268		86546 - 86564
	86270 - 86278		86566 - 86570
	86280 - 86283		86573 - 86577
	86285 - 86292		86579 - 86583
	86295 - 86301		86585 - 86600